

RECORDATION NO. 26540 FILED

SEP 05 '06

3-09 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

September 1, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #5 to Full Service Master Lease Agreement, effective as of March 30, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Lessee: Wise Alloys LLC
4805 Second Street
Muscle Shoals, AL 35661

Mr. Vernon A. Williams
September 1, 2006
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A description of the railroad equipment covered by the enclosed document is:

26 railcars: MWCX 500221 – MWCX 500246.

A short summary of the document to appear in the index is:

Memorandum of Schedule #5 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

WISE ALLOYS LLC

as Lessee

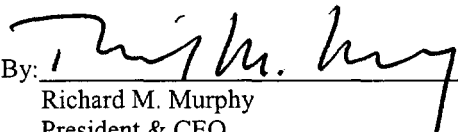
MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #5 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 30, 2006, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and WISE ALLOYS LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

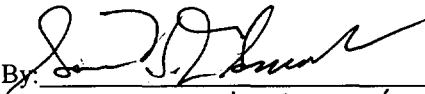
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #5 dated March 30, 2006 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 10, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each Car shall be as set forth in Schedule #5.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #5 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

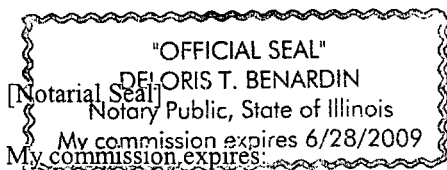
By: 
Richard M. Murphy
President & CEO

WISE ALLOYS LLC

By: 
Name: Sam H. Glasscock
Title: Executive VP - Wise Alloys LLC

STATE OF Illinois, ^{County} Madison, CITY OF Madison, TO WIT:

On this 15th day of May, 2006 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on May 15, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Deloris T. Benardin
Notary Public

STATE OF Alabama, CITY OF Muscle Shoals, TO WIT:

On this 21st day of April, 2006 before me appeared, Sam H. Glasscock to me personally known, who being by me duly sworn, says that he is a Executive V.P., of WISE ALLOYS LLC, a Delaware Limited Liability Company, that said instrument was signed and sealed on _____, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Lynn Jones
Notary Public

My commission expires:

My Commission Expires May 25, 2008

DESCRIPTION OF RAILCARS

Up to twenty-six (26) railcars with the reporting following marks:

MWCX 500221 through 500246, inclusive